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US BANK/FCC FEB 18 2010READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>John L. Clark</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,015.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>505 Sansome Street, Ninth Floor</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>San Francisco</b>		(7) STATE <b>CA</b>	(8) ZIP CODE <b>94111</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>415-765-8443</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0012405973</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Telenational Communications, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>5408 N. 99th Street</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Omaha</b>		(17) STATE <b>NE</b>	(18) ZIP CODE <b>68134</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>402-392-7502</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0005044672</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,015.00</b>	(27A) TOTAL FEE <b>\$1,015.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(29B) FCC CODE 2			

**PAID BY CREDIT CARD**

**PAID BY CREDIT CARD**

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> FORM 159-C Page No <b>2</b> of <b>2</b>		SPECIAL USE  FCC USE ONLY
<b>USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT</b> <b>SECTION BB - ADDITIONAL APPLICANT INFORMATION</b>		
(13) APPLICANT NAME <b>John Jenkins</b>		
(14) STREET ADDRESS LINE NO 1 <b>16767 Bolinger Drive</b>		
(15) STREET ADDRESS LINE NO 2		
(16) CITY <b>Pacific Palisades</b>	(17) STATE <b>CA</b>	(18) ZIP CODE <b>90272</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>213-324-3000</b>		(20) COUNTRY CODE (if not in U.S.A.)
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0019580976</b>		(22) FCC USE ONLY
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

GOODIN,  
MACBRIDE,  
SQUERI, DAY &  
LAMPREY, LLP

John L. Clark, Attorney at Law

February 17, 2010

Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

**Re: Joint Application for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules for a Transfer of Control of Telenational Communications, Inc. to John Jenkins, an individual**

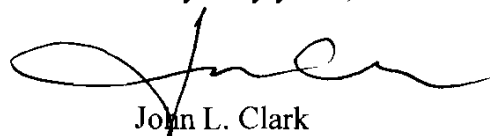
Dear Sir/Madame:

Enclosed for filing, on behalf of Telenational Communications, Inc. ("Telenational") and John Jenkins ("Jenkins"), please find an original and six copies of the above-identified combined application. This application requests approval for transaction by which Jenkins will acquire control of Telenational.

This application is being submitted as a combined international and domestic transfer of control/assignment application pursuant to Section 63.04(b) of the Commission's rules. This application has been filed electronically with the International Bureau as submission IB2010000612.

Enclosed is a completed Fee Remittance Form 159. As noted, the filing fee is being paid by credit card. After filing this application, please return a date-stamped copy to me in the enclosed self-addressed stamped envelope. Thank you very much.

Very truly yours,



John L. Clark

3390/001/X116797.v1

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MACBRIDE,  
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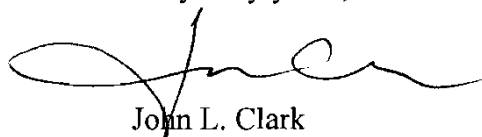
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Very truly yours,



John L. Clark

3390/001/X116797.v1

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

	)	
In the Matter	)	
	)	
<b>Telenational Communications, Inc.</b>	)	
	)	
Transferor	)	
	)	File No. ITC _____
and	)	
	)	WC Docket No. _____
<b>John Jenkins</b> , an individual, Transferee	)	
	)	
Joint Application for Grant of Authority Pursuant	)	
to Section 214 of the Communications Act of 1934,	)	
as amended, and Sections 63.04 and 63.24 of the	)	
Commission's Rules for a Transfer Control of	)	
Telenational Communications, Inc. to John	)	
Jenkins, an individual.	)	

**JOINT APPLICATION**

Telenational Communications, Inc., FRN 0005044672, ("Telenational" or "Transferor") and John Jenkins, an individual, FRN 0019580976, ("Jenkins" or "Transferee"), collectively "Joint Applicants," hereby request, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 and 63.24, authority for a transfer of control of Telenational to Jenkins. Information addressing the requirements of Commission Rule 63.04(a)(6)-(12) (47 C.F.R. § 63(a)(6)-(12)) is set forth in Attachment A.

**I. SUMMARY OF TRANSACTION**

Telenational is a wholly-owned subsidiary of Rapid Link, Inc. ("Rapid Link"), a Delaware corporation. Jenkins is RapidLink's Chairman of the Board and Chief Executive

Officer, and currently is Rapid Link's largest shareholder, holding, on an undiluted basis, 26% of Rapid Link's shares. On a fully-diluted basis, Jenkins' current interests in Rapid Link would exceed 80%. Pursuant to a Share Exchange Agreement, as amended on January 21, 2010, among Jenkins, the other holders of ownership interests in Rapid Link, and various third parties, including, Blackbird Corporation ("Blackbird") and Blackbird shareholders, 100% ownership of Telenational will be transferred to a new corporation ("New Rapid Link"), which is wholly owned by Jenkins. Thus, Jenkins will indirectly hold 100% ownership and control of Telenational.

Following the consummation of this transaction, Telenational will continue to provide 1+ domestic and international telecommunications services, internet access, and various other services without change. However, it is contemplated that certain assets of Telenational that are used in the provision of wholesale call center, international wholesale, calling card, residential long-distance callback and related services, will subsequently be re-acquired by Rapid Link or one of its affiliates, subject to all requisite authorizations from the Commission and other government agencies therefor having been obtained. (Such authorizations are not being sought through this application, but, instead, will be sought through one or more appropriate applications to be filed in the future.)

## **II. REQUEST FOR STREAMLINED PROCESSING**

This application is eligible for streamlined processing under Sections 63.03 and 63.12 of the Commission's Rules, 47 CFR § 63.03 and § 63.12. With respect to the domestic authority, the application is eligible for streamlining pursuant to 47 C.F.R. § 63.03 because the transferee is not a telecommunications provider. (*See* 47 C.F.R. § 63.03(b)(1)(ii).) With respect to the international authority, the application is eligible for streamlined processing because none of the

exceptions to streamlined filing specified by paragraph (c) of Section 63.12 applies.

### **III. STATEMENT OF PUBLIC INTEREST**

This transaction is part of a larger transaction involving the transfer of control and ownership of Rapid Link. The parties to the transaction have chosen to spin-off Telenational to Jenkin's wholly-owned subsidiary because maintaining Telenational's operations as a subsidiary of Rapid Link is not, for the most part, consistent with their respective investment strategies.<sup>1</sup> Jenkins, on the other hand, views the business of Telenational as a significant on-going business opportunity that is fully consistent with his personal investment plans.

Following the spin-off, Telenational's telecommunications operations will continue to be undertaken under the guidance of the principal members of its existing executive management team, including Jenkins. Importantly, the transaction will be transparent to Telenational's existing telecommunications customers, and all services will continue to be provided at the same rates, terms, and conditions that now apply.

For these reasons, Joint Applicants respectfully submit that this application is in the public interest and should be granted without delay.

### **IV. SECTION 63.24(e) INFORMATION**

Pursuant to Section 63.24(e) of the Commission's Rules, Joint Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this application. (In accordance with Section 63.24(e)(2), items (h)-(p) pertain to the transferee, only.)

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<sup>1</sup> As noted above, subsequent to the spin-off certain assets used by Telenational to provide wholesale call center wholesale, international wholesale, calling card, residential long-distance callback and related services, will be re-acquired by Rapid Link or one of its affiliates, subject to all requisite governmental authorizations having been obtained. Again, such authorizations are not being sought through this application.

**(a) Names, Addresses, and Telephone Numbers of Applicants**

**(1) Transferor**

Telenational Communications, Inc.  
5408 N. 99th Street  
Omaha, NE 68134  
Tel: (402) 392-7561

**(2) Transferee**

John Jenkins  
16767 Bollinger Drive  
Pacific Palisades, CA 90272  
Tel: (213) 324-3000

**(b) Jurisdiction of Organization**

Telenational is a Delaware corporation.

Jenkins is an individual.

**(c) Contact Information**

All correspondence and other communications concerning this application should be directed to:

John L. Clark  
Goodin, MacBride, Squeri  
Day & Lamprey, LLP  
505 Sansome Street, 9<sup>th</sup> Floor  
San Francisco, California 94111  
Tel: 415-765-8443  
Fax: 415-398-4321  
E-mail: [jclark@goodinmacbride.com](mailto:jclark@goodinmacbride.com)

**(d) International Authorizations**

Telenational holds domestic operating authority pursuant to a blanket license under Rule 63.01, 47 C.F.R. § 63.01. Telenational holds authority to provide global facilities-based and global resale services under File No. ITC-97-435. Jenkins does not provide telecommunications services or hold any authority to do so.



**(h) Ownership**

John Jenkins is an individual residing at 16767 Bollinger Drive, Pacific Palisades, California 90272. He is a United States citizen. His principal business is telecommunications management. He is Chairman and Chief Executive Officer of both Telenational and its parent, and Rapid Link, Inc. Mr. Jenkins owns a 26% ownership interest in Rapid Link on an undiluted basis and over 80% ownership on a fully-diluted basis. Thus, Mr. Jenkins' attributable ownership interest in Telenational is 26% on an undiluted basis and over 80% on a fully-diluted basis.

Following consummation of the subject transaction, Jenkins will hold 100% ownership and control of Telenational through Jenkin's wholly-owned subsidiary, New Rapid Link, Inc. a Delaware corporation, which, in turn, will hold direct 100% ownership and control of Telenational.

**(i)** As evidenced by the Certification of Transferee attached to this application, Jenkins certifies under penalty of perjury under the laws of the United States that neither he nor any affiliate is affiliated with a foreign carrier.

**(j)** As evidenced by the Certification of Transferee attached as to this application, Jenkins certifies under penalty of perjury under the laws of the United States that he does not, directly or through any affiliate, seek to provide international telecommunications services to any destination country for which any of the statements in subsections 63.18(j)(1)-(4), inclusive, of the Commission's Rules (47 C.F.R. § 63.18(j)(1)-(4), inclusive) is true.

**(k)** Not applicable.

**(l)** Not applicable.

**(m)** Not applicable.

(n) As evidenced by the Certification of Transferee attached to this application, Jenkins certifies under penalty of perjury under the laws of the United States that neither he nor any affiliate has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and that neither he nor any affiliate will enter into such agreements in the future.

(o) As evidenced by the Certification of Transferee attached to this application, Jenkins certifies under penalty of perjury under the laws of the United States that that neither he nor any affiliate is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

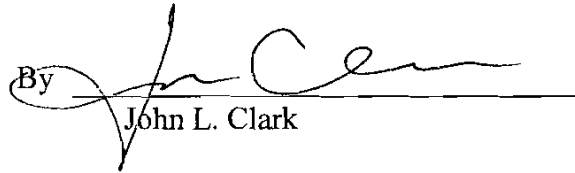
(p) Joint Applicants respectfully submit that this application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because neither of the Joint Applicants is affiliated with any foreign telecommunications carriers except for foreign telecommunications carriers that qualify for a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's Rules, and none of the scenarios outlined in Section 63.12(c)(2)-(4) of the Commission's Rules applies.

### **CONCLUSION**

As demonstrated in this application, Joint Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this application.

Respectfully submitted this 16<sup>th</sup> day of February 2010.

GOODIN, MACBRIDE, SQUERI,  
DAY & LAMPREY, LLP  
John L. Clark  
505 Sansome Street, Suite 900  
San Francisco, California 94111  
Telephone: (415) 765-8443  
Facsimile: (415) 398-4321  
E-Mail: jclark@goodinmacbride.com

By   
John L. Clark

Attorneys for Joint Applicants

## **LIST OF ATTACHMENTS**

Certification of Transferor

Certification of Transferee

Attachment A - Section 63.04 Information

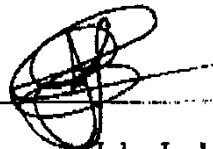
3390/003/X116748.v1

### CERTIFICATION OF TRANSFEROR

I hereby certify that the statements in the foregoing application on behalf of Telenational Communications, Inc. are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Telenational Communications, Inc.

By: \_\_\_\_\_



Name: John Jenkins

Title: Chief Executive Officer

Date: February 16, 2010

## CERTIFICATION OF TRANSFEREE

I, John Jenkins, an individual, hereby certify that neither I nor any affiliate of mine: is affiliated with a foreign carrier; seeks to provide international telecommunications services to any destination country for which any of the statements in subsections 63.18(j)(1)-(4), inclusion of the Commission's Rules (47 C.F.R. § 63.18(j)(1)-(4) inclusion) in turn has caused to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future; or is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998 (*See* 21 U.S.C. § 853a; *See also* 47 C.F.R. §§ 1.2001-1.2003). I further certify that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Name: 

John Jenkins

Date:

February 16, 2010

## **ATTACHMENT A**

### **SECTION 63.04 INFORMATION**

Information addressing the requirements set forth in Commission Rule

63.04(a)(6)-(12) is as follows:

**(a)(6)** A description of the transaction is set forth above in section I of this application.

**(a)(7)** Telenational is engaged in the business of providing facilities-based local and long distance voice, data, internet communications and related services to residential, business and institutional customers. Telenational is certified to provide local exchange service in one state, Texas, and long distance service in 46 states. Jenkins is currently the Chairman and Chief Executive Officer of both Telenational and Telenational's parent, Rapid Link, Inc..

**(a)(8)** This application is eligible for streamlining pursuant to 47 C.F.R. § 63.03 because the transferee is not a telecommunications provider. (*See* 47 C.F.R. § 63.03(b)(1)(ii).)

**(a)(9)** Through this application, Joint Applicants are seeking authority with respect to both international and domestic Section 214 authorizations (this application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)).

**(a)(10)** Joint Applicants are not seeking special consideration of this application as neither party is facing imminent business failure. However, Joint Applicants are filing, concurrently herewith, requests for 60-Day Special Temporary Authorization for Jenkins to take over control of Telenational pending approval of the combined application, for reasons set forth in those requests.

**(a)(11)** Not applicable.

**(a)(12)** A statement showing how grant of this application will serve the public interest, convenience, and necessity is set forth above in section III of this application.